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Of Attorneys for Karamanos Holdings, Inc.,
Debtor-in-Possession

Douglas R. Ricks, OSB #044026
VANDEN BOS & CHAPMAN, LLP
319 SW Washington St., Ste. 520
Portland, OR 97204
Telephone: 503-241-4869
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Of Attorneys for Sunshine Dairy Foods Management, LLC
Debtors-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re	Bankruptcy Case Nos.
Sunshine Dairy Foods Management, LLC	18-31644-pcm11 (Lead Case)
and	
Karamanos Holdings, Inc.,	18-31646-pcm11
Debtors-in-Possession.	DEBTORS' JOINT APPLICATION FOR AUTHORITY TO EMPLOY REAL ESTATE BROKER (CBRE Group, Inc.)

The application of Debtor-in-Possession Karamanos Holdings, Inc. ("Debtor"), respectfully
represent:

1. Debtor has filed a petition under Chapter 11 of the Bankruptcy Code.

2. Debtor wishes to employ CBRE Group, Inc., Wells Fargo Center, 1300 SW Fifth Ave., Ste. 3000, Portland, OR 97201 (Phone: 503-221-1900) (“Professional”) as its real estate broker in this proceeding for purposes of listing and marketing the West Plant of Debtors located at 801 NE 21st St., Portland, Oregon.

3. Debtor has selected Professional for the reason that Professional has extensive experience in analysis and marketing of office and retail buildings, warehouses, industrial parks, apartment properties and commercial land in the Portland area and the firm is a duly licensed real estate broker in the state of Oregon.

4. The professional services that Professional is to render include: providing brokerage and advisory services for the disposition of the Sunshine Dairy building and adjacent land parcels. As advisors, Professional will work collaboratively with Sunshine Dairy Foods Management, LLC and Karamanos Holdings, Inc. to strategically position the properties for sale and assemble materials that showcase the properties’ most compelling features and opportunities. In doing so, Professional will facilitate a dynamic marketing process that will expose the listing to a broad market of potential investors and result in the most competitive pricing the market will allow. Professional’s Brokers will oversee underwriting and analysis, conduct targeted marketing calls and property tours, and collect offers using a fair and confidential process, guiding negotiations to reach desired pricing. Professional will continue to be heavily involved in negotiations between Buyer and Debtors, coordinating the due diligence and closing process throughout the transaction. In addition to the services in this paragraph, services will be specifically set forth on the Listing Agreement between Debtor and Professional, which is forthcoming and will be filed immediately upon execution by both Debtor and Professional.

5. To the best of Debtor's knowledge, the Professional has no connection with the creditors or any other adverse party or its attorneys, except as disclosed in the Rule 2014 Verified Statement on file herein.

6. To the best of Debtor's knowledge the Professional represents no interest adverse to Debtor or the estate, except as disclosed in the Rule 2014 Verified Statement on file herein.

7. The proposed rate of compensation is commission fee of four percent (4.0%) of gross sale price plus an incentive commission of an additional 0.1% for every \$250,000 increment that the gross sales price exceeds \$10.0 million. For example, if the gross sales price is \$12 million CBRE's commission will be \$576,000. The commission is payable upon title being transferred to Purchaser of the listed properties.

8. The commission may be split with other brokers who are members of MLS who make sales in the ordinary course of business.

9. Attached as **Exhibit A** is a copy of the Professional's resume which shows the qualifications of the Professional to perform the services required to be performed on behalf of the Debtors.

WHEREFORE, Debtor prays that Debtor be authorized to employ and appoint Professional as real estate broker for Debtor in this proceeding.

MOTSCHENBACHER & BLATTNER LLP

By: /s/Nicholas J. Henderson
Nicholas J. Henderson, OSB #074027
Of Attorneys for Karamanos Holdings, Inc.

Jason Green

Managing Director, Portland
Licensed in Oregon & Washington

CBRE



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1300 SW Fifth Avenue
Suite 3000
Portland, OR 97201

Clients Represented

- Arrow Electronics
- BV Resources
- Cambia Health Solutions
- Charles Schwab
- Chase Bank
- Credit Suisse
- Educational Opportunities for Children and Families
- ESCO
- Hewlett Packard
- Hitachi
- Iberdrola
- ID Experts
- Kalma Chemical
- Key Bank
- Killian Pacific Real Estate
- Lane Powell
- Language Solutions
- LTX Credence
- Markowitz, Herbold, Glade & Mehlhaf, P.C.
- Morgan Stanley
- Oregon Human Development Corporation
- PS Business Parks
- Raymond James Financial
- RBC Mortgage
- RedSide Development
- Shorenstein Realty
- State Farm
- Stewart Title
- Trammell Crow Company
- UBS Financial
- Western Electricity Coordinating Council
- YOH Staffing Solutions

Professional Background

Jason Green is Managing Director for Oregon and SW Washington, where he leads 160 professionals who deliver leasing, asset services, facility management, project management and portfolio real estate services in the region. A 21-year commercial real estate veteran who has been with CBRE since 2004, Jason is an established expert in the Portland market. He is well known in the local business community and is an active participant in civic and community activities.

Jason began his career with Grubb & Ellis in 1995 after graduating from UCLA, followed by four years at Savills Studley before joining CBRE. During his 10-year stint as a top broker in the CBRE Portland office, Jason was involved in the sale or lease of over 3.4 million square feet of office space.

With a proven track record of success, active leadership experience in the business community, and a focus on client-centric solutions, Jason is a respected leader at CBRE and in the local market.

Achievements

- Top 5 Producer for the Portland Office in 2009, 2010, 2011, 2012, 2013
- Vancouver Business Journal's "Accomplished and Under 40" award in 2011
- Earned the prestigious William H. McCarthy Award in 2011, 2012 - CBRE's highest honor for integrity, ethics and leadership
- Consistently ranked among CoStar's top "Power Brokers" in Portland

Credentials

- Licensed Real Estate Salesperson in Oregon and Washington

Education

- University of California, Los Angeles, Bachelor of Arts, History and Sociology

Community & Professional Services

- United Way of the Columbia-Willamette, Board Member
- Educational Opportunities for Children & Families (EOCF), Board Member
- Westside Economic Allowance, Board Member
- CBRE African American Network Group (AANG), Executive Committee Member
- Portland State University Center for Real Estate, Advisory Board

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re)
Sunshine Dairy Foods Management,) **18-31644-pcm11 (Lead Case)**
LLC; and) Case No. **18-31646-pcm11**
Karamanos Holdings, Inc.)
Debtor(s)) RULE 2014 VERIFIED STATEMENT
) FOR PROPOSED PROFESSIONAL
(**Real Estate Broker - CBRE Group, Inc.**)

Note: To file an amended version of this statement per ¶19, file a fully completed amended Rule 2014 statement on LBF #1114 and clearly identify any changes from the previous filed version.

1. The applicant is not a creditor of the debtor except:
N/A
2. The applicant is not an equity security holder of the debtor.
3. The applicant is not a relative of the individual debtor.
4. The applicant is not a relative of a general partner of the debtor (whether the debtor is an individual, corporation, or partnership).
5. The applicant is not a partnership in which the debtor (as an individual, corporation, or partnership) is a general partner.
6. The applicant is not a general partner of the debtor (whether debtor is an individual, corporation, or partnership).
7. The applicant is not a corporation of which the debtor is a director, officer, or person in control.
8. The applicant is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of the debtor.
9. The applicant is not a person in control of the debtor.
10. The applicant is not a relative of a director, officer or person in control of the debtor.
11. The applicant is not the managing agent of the debtor.
12. The applicant is not and was not an investment banker for any outstanding security of the debtor; has not been, within three years before the date of the filing of the petition, an investment banker for a security of the debtor, or an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the debtor; and is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of such an investment banker.
13. The applicant has read 11 U.S.C. §101(14) and §327, and FRBP 2014(a); and the applicant's firm has no connections with the debtor(s), creditors, any party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, or any District of Oregon Bankruptcy Judge, except as follows:

None.

14. The applicant has no interest materially adverse to the interest of the estate or of any class of creditors or equity security holders.
15. Describe details of all payments made to you by either the debtor or a third party for any services rendered on the debtor's behalf within a year prior to filing of this case:

N/A

16. The debtor has the following affiliates (as defined by 11 U.S.C. §101(2)). Please list and explain the relationship between the debtor and the affiliate:

Debtor is the managing member of Sunshine Dairy Foods Management, LLC; Debtor owns 94% of the outstanding membership interest of Sunshine Dairy Foods Management, LLC; Debtor owns 100% of the outstanding stock of Sunshine Dairy Enterprises, Inc.

17. The applicant is not an affiliate of the debtor.
18. Assuming any affiliate of the debtor is the debtor for purposes of statements 4-13, the statements continue to be true except (list all circumstances under which proposed counsel or counsel's law firm has represented any affiliate during the past 18 months; any position other than legal counsel which proposed counsel holds in either the affiliate, including corporate officer, director, or employee; and any amount owed by the affiliate to proposed counsel or its law firm at the time of filing, and amounts paid within 18 months before filing):

N/A

19. The applicant hereby acknowledges that he/she has a duty during the progress of the case to keep the court informed of any change in the statement of facts which appear in this verified statement. In the event that any such changes occur, the applicant immediately shall file with the court an amended verified statement on LBF #1114, with the caption reflecting that it is an amended Rule 2014 statement and any changes clearly identified.

THE FOLLOWING QUESTIONS NEED BE ANSWERED ONLY IF AFFILIATES HAVE BEEN LISTED IN STATEMENT 16.

20. List the name of any affiliate which has ever filed bankruptcy, the filing date, and court where filed:
Sunshine Dairy Foods Management, LLC; filed May 9, 2018, District of Oregon

21. List the names of any affiliates which have guaranteed debt of the debtor or whose debt the debtor has guaranteed. Also include the amount of the guarantee, the date of the guarantee, and whether any security interest was given to secure the guarantee. Only name those guarantees now outstanding or outstanding within the last 18 months:

Debtor has guaranteed the following debts of Sunshine Dairy Foods Management, LLC ("Sunshine"):
Wells Fargo Equipment Finance (unconditional guarantee of equipment lease; dated 3/31/15; no security given); Strada Capital Corporation (unconditional guarantee of equipment lease; dated 10/20/17; security interest described below).

22. List the names of any affiliates which have a debtor-creditor relationship with the debtor. Also include the amount and date of the loan, the amount of any repayments on the loan and the security, if any. Only name those loans now outstanding or paid off within the last 18 months:

See attached Continuation Statement No. 22.

23. List any security interest in any property granted by the debtor to secure any debts of any affiliate not covered in statements 20 and 21. List any security interest in any property granted by the affiliate to secure any debts of the debtor not covered in statements 21 and 22. Also include the collateral, the date and nature of the security interest, the name of the creditor to whom it was granted, and the current balance of the underlying debt:

See attached Continuation Statement No. 23.

24. List the name of any affiliate who is potentially a "responsible party" for unpaid taxes of the debtor under 26 U.S.C. §6672:

None.

No one at CBRE Group, Inc. has knowledge as to Statement Nos. 16 and 20 - 24.

I verify that the above statements are true to the extent of my present knowledge and belief.

DocuSigned by:

/s/ Jason Green
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Applicant

In re Sunshine Dairy Foods Management, LLC;
Ch 11 Bankruptcy Case No. 18-31644-pcm11
In re Karamanos Holdings, Inc.;
Ch 11 Bankruptcy Case No. 18-31646-pcm11

Continuation Statement No. 22:

1. Sunshine (\$489,332.29 Loan) - Obligation stems from a 5/4/11 unsecured loan for \$400,000 and a 1/22/13 unsecured loan for \$89,332.29, which were consolidated for repayment on 9/23/15. A total of 16 monthly installments of \$10,311.41 (a total of \$164,982.56) were paid to the Debtor by Sunshine in the last 18 months. Current balance on this loan after the last payment made on 3/23/18 is \$195,005.39.

2. Sunshine (\$100,000 Loan) - Obligation stems from a 6/1/15 unsecured loan. A total of \$34,813.89 was paid to the Debtor by Sunshine in the last 18 months, the final payment of which paid off the loan in June 2017.

3. Sunshine (Equipment Lease) – Obligation stems from a 5/1/07 lease that was further amended on 5/9/08, 1/1/11, and 1/1/12 and relates to the lease of equipment for Sunshine's operations with a stated cost value of \$9,731,942.00. Lease payments, under the most recent amendment, are \$26,961.17 per month. All pre-petition lease payments have been deferred.

4. Sunshine (Commercial Lease) – Obligation stems from a 5/1/07 lease that relates to the lease of real property and improvements for Sunshine's operations located at 801 NE 21st Ave., Portland, OR; 915 NE 21st Ave., Portland, OR; 925 NE 25th Ave., Portland, OR; and 8440 NE Halsey St., Portland, OR. Base rent payments as of the date of the petition are \$40,373.49 with additional rent payments for taxes, insurance, and utilities. Sunshine paid \$200,000 to Debtor on May 8, 2018 on account of such lease; all outstanding pre-petition lease payments have been deferred.

In re Sunshine Dairy Foods Management, LLC;
Ch 11 Bankruptcy Case No. 18-31644-pcm11
In re Karamanos Holdings, Inc.;
Ch 11 Bankruptcy Case No. 18-31646-pcm11

Continuation Statement No. 23:

1. First Business Capital Corporation: Co-debtor on note and line of credit with Sunshine; collateral pledged is all assets wherever located of the debtor (reciprocal pledge by Sunshine); UCC-1 filed on 10/18/17; current balance of \$9,027,482.

2. Strada Capital Corporation/LCA Bank Corporation: Listed as co-debtor with Sunshine on UCC-1; collateral pledged is all equipment and other personal property, including but not limited to furniture, fixtures and equipment subject to that certain Agreement Number 10-015884 / 196297 dated 10/02/2017 between Secured Party as Lessor/Creditor and Sunshine as Lessee/Debtor, and subject to any and all existing and future schedules entered into pursuant to and incorporating said Agreement, together with all accessories, parts, attachments and appurtenances appertaining or attached to any of the equipment, and all substitutions, trade-ins, renewals and replacements of and improvements and accessions to the Equipment. (1) A+F packer format change from 80mm cups to 95mm Phoenix, 5.3oz Greek cup, pack pattern 3x4 and modify to run carton from International Paper as per sample at production speed of up to 240 cpm. (identical pledge by debtor and Sunshine); UCC-1 filed on 10/30/17; 48 month lease (43 remaining) with monthly payments of \$2,569.67

3. Access Business Finance, LLC: Co-debtor on note with Sunshine; collateral pledged is all present and future assets of the debtor (reciprocal pledge by Sunshine); UCC-1 filed on 10/24/13; Security interest terminated on 2/6/18 (loan paid with proceeds from First Business Capital Corporation loan)

In re Sunshine Dairy Foods Management, LLC
Ch 11 Bankruptcy Case No. 18-31646-pcm11
In re Karamanos Holdings, Inc.;
Chapter 11 Bankruptcy Case No. 18-31646-pcm11

CERTIFICATE - TRUE COPY

DATE: June 18, 2018

DOCUMENT: DEBTOR'S APPLICATION FOR AUTHORITY TO EMPLOY REAL ESTATE BROKER (CBRE Group, Inc.) and RULE 2014 VERIFIED STATEMENT FOR PROPOSED PROFESSIONAL (Real Estate Broker – CBRE GROUP, INC.

I hereby certify that I prepared the foregoing copy of the foregoing named document and have carefully compared the same with the original thereof and it is a correct copy therefrom and of the whole thereof.

CERTIFICATE OF SERVICE

I hereby certify that I served a copy of the foregoing on:

Sunshine Dairy Foods
Management, LLC
Attn: Norman Davidson, III
801 NE 21st Ave.
Portland, OR 97232

Karamanos Holdings, Inc.
Attn: Norman Davidson, III
801 NE 21st Ave.
Portland, OR 97232

Valley Falls Farm, LLC
c/o Bryan P. Coluccio, V.P. and
General Counsel Keystone-Pacific, LLC
18555 SW Teton Avenue
Tualatin, OR 97062
(Un. Sec. Cred. Comm. Chairperson)

Scott Laboratories Inc.
Attn: Jill Skoff, Accting Assistant
PO Box 4559
Petaluma, CA 94955

Sorrento Lactalis, Inc.
c/o Phillips Lytle LLP
Attn: Angela Z. Miller
125 Main Street
Buffalo, NY 14203

by mailing a copy of the above-named document to each of them in a sealed envelope, addressed to each of them at his or her last known address. Said envelopes were deposited in the Post Office at Portland, Oregon, on the above date, postage prepaid.

I hereby certify that the foregoing document was served on all CM/ECF participants through the Court's Case Management/Electronic Case File system on the date set forth below.

Dated: June 18, 2018

MOTSCHENBACHER & BLATTNER, LLP

By: /s/Nicholas J. Henderson
Nicholas J. Henderson, OSB #074027
Of Attorneys for Karamanos Holdings, Inc.